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Via ECF

February 11, 2014

The Hon. Laura Taylor Swain
United States District Judge
United States District Court
500 Pearl Street
New York, NY 10007

Re: *Universitas Education, LLC v. Nova Group, Inc.*, Case No. 11-1590-LTS-HBP (S.D.N.Y.)

Dear Judge Swain:

We represent Petitioner/Judgment Creditor Universitas Education, LLC ("Universitas").

We write in response to a letter sent to the Court last night by counsel for Curaleaf, LLC ("Curaleaf"), which asks for a limited modification of the preliminary injunction issued against Daniel E. Carpenter (dkt. no. 366) so that Curaleaf can complete a transaction with one of Mr. Carpenter's companies, Grist Mill Partners, LLC ("GMP"). We understand Curaleaf to have no affiliation with Mr. Carpenter.

We dispute Curaleaf's characterizations of Universitas' requests made to Curaleaf, but since time is of the essence we will forego addressing them and respectfully submit the attached proposed Order for your Honor's consideration (Exhibit A). The proposed Order does not include the provisions that Curaleaf disputed. Curaleaf consents to the entry of the proposed Order.

We provided GMP's counsel with a draft of the Order, as well as a draft of this letter, and GMP has not objected to either. Further, neither Mr. Carpenter nor GMP's consent is necessary for the Court to enter the proposed Order, because the Order modifies the Preliminary Injunction to permit a transaction that Mr. Carpenter and GMP have already agreed to (see Exhibits B and C, Letters of Intent signed by Mr. Carpenter).

We are informed by respective counsel for Curaleaf and GMP that your Honor's consideration of the proposed Order is needed as soon as possible, as Curaleaf has to make a substantial, non-refundable payment to the State of Connecticut related to the transaction by no later than today.

We appreciate your Honor's attention to this matter and apologize for the short notice, as we were only informed on Friday evening of the urgent necessity of completing the transaction by today. Respective counsel for Universitas, Curaleaf and GMP are available in the event your Honor has any questions or concerns.



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Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael Barnett".

Michael Barnett
Loeb & Loeb LLP

Attachments

cc: Dan E. LaBelle (counsel for Grist Mill Partners, LLC) (via ECF)
Joseph Clasen, Frank Coulom and Brian R. Smith (counsel for Curaleaf, LLC) (via email and ECF)
Anthony J. Siano (counsel for Mr. Carpenter) (via ECF)